

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL DEPOSIT INSURANCE
CORPORATION AS RECEIVER FOR
CITIZENS NATIONAL BANK AND AS
RECEIVER FOR STRATEGIC CAPITAL
BANK

Plaintiffs,

v.

BEAR STEARNS ASSET BACKED
SECURITIES I LLC, et al.,

Defendants.

No. 12-cv-4000 (LTS)

DECLARATION OF MARK B. HOLTON

I, Mark B. Holton, make this declaration pursuant to 28 U.S.C. § 1746. I hereby state as follows:

1. I am a member of the law firm Grais & Ellsworth LLP and am admitted to practice before this Court. I respectfully submit this Declaration in support of the accompanying Supplemental Memorandum of Law in Opposition to Defendants' Motion to Dismiss.

2. A true and correct copy of the official transcript of proceedings held on September 29, 2014 on defendant's Motion for Reconsideration before the Honorable Mike Engelhart in Cause No. 2011-67305, pending in the 151st Judicial District Court for Harris County, Texas, is attached hereto as Exhibit A.

3. A true and correct copy of an Order entered on April 10, 2014 denying defendants' motion to dismiss in Case Action No.: CV-2012-901035, pending in the

Circuit Court of Montgomery County, Alabama, and signed by the Honorable Charles Price, is attached hereto as Exhibit B.

4. A true and correct copy of an Order entered on August 18, 2014 granting defendants' motion for judgment on the pleadings in Case No. A-14-CA-126-SS, pending in the United States District Court for the Western District of Texas, and signed by the Honorable Sam Sparks, is attached hereto as Exhibit C.

5. A true and correct copy of an Opinion & Order entered on September 30, 2014 denying defendants' motion for reconsideration and motion for an interlocutory appeal in Case No. 12-cv-6705 (DLC), pending in the United States District Court for the Southern District of New York, and signed by the Honorable Denise L. Cote, is attached hereto as Exhibit D.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: October, 24, 2014
New York, New York

/s/ Mark B. Holton
Mark B. Holton